

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NORTH CAROLINA
RALEIGH DIVISION

FILED

JUN 22 1999

PEGGY B. DEANS, CLERK
U.S. BANKRUPTCY COURT
EASTERN DISTRICT OF N.C.

IN RE:)	
)	CHAPTER 7
INTERNATIONAL HERITAGE, INC.)	CASE NO. 98-02675-5-ATS
)	
INTERNATIONAL HERITAGE,)	CHAPTER 7
INCORPORATED,)	CASE NO. 98-02674-5-ATS
)	
Debtors.)	

**APPLICATION OF TRUSTEE FOR
AUTHORITY TO ENTER INTO SETTLEMENT AGREEMENT**

NOW COMES Holmes P. Harden, Trustee for the above-captioned Debtors, and requests an order authorizing him to enter into a Settlement Agreement with Stanley H. Van Etten ("Van Etten"), Mayflower Holdings, Inc., Mayflower Venture Capital, LLC, Mayflower Aviation, LLC, Mayflower Capital, LLC and Mayflower Hunt Club (the "Mayflower Companies"), a copy of which is attached as Exhibit "A" and incorporated herein by reference. In support of this Application, the Trustee states as follows:

1. International Heritage, Inc. and International Heritage, Incorporated filed voluntary petitions in bankruptcy on November 25, 1998, and Holmes P. Harden was appointed Chapter 7 Trustee.
2. On or about March 16, 1998, the Securities and Exchange Commission ("Commission") brought a civil action against the Debtors and others styled *Securities and Exchange Commission v. International Heritage, Inc., Stanley H. Van Etten, Claude W. Savage, Larry G. Smith, and International Heritage Incorporated, a Nevada corporation*, Civil Action NO. 1-98-CV-0803-RWS ("Civil Action"), in the United States District Court for the Northern District of Georgia. A payment bond in the penal sum of \$5,000,000 ("Bond") issued by ACSTAR Insurance Company and United Coastal Insurance Company (the "Sureties") was posted by Debtors to satisfy any amount that may be ordered paid to the Commission in the Civil Action. The Sureties required cash collateral in the amount of \$3,500,000 to secure the Debtors' indemnification and subrogation obligations. The \$3,500,000 was loaned to the Debtors by Stanley H. Van Etten in exchange for an alleged security interest in the Debtors' property.
3. The SEC, the Debtors, through the Trustee, and the Sureties have proposed a settlement of the Civil Action whereby \$4.1 million will be paid by the Sureties to the SEC, which will turn said funds over to the Trustee, for distribution in these bankruptcy cases (the "SEC Settlement").

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4. Van Etten has objected to the SEC Settlement and asserted rights in the funds which would flow from the SEC to the Trustee for distribution in these bankruptcy cases, to the Bond itself and to the Bond collateral. Van Etten and the Mayflower Companies have also filed various claims in the bankruptcy cases.

5. The Trustee believes that various claims, including but not limited to preference and fraudulent conveyance actions, exist against Van Etten and the Mayflower Companies.

6. Pursuant to the Settlement Agreement, Van Etten shall withdraw his objection to the Trustee's Application to enter Stipulation and Consent to Final Judgment of Permanent Injunction with regard to the SEC settlement; however, Van Etten will not withdraw his objection to the Trustee's waiver of the Debtors' attorney-client privilege. Furthermore, Van Etten will not waive his attorney-client privilege, but will waive argument relating to his objection to the Trustee's waiver of the attorney-client privilege.

7. The Trustee deems it appropriate and consistent with his duties to enter into the Settlement Agreement with Van Etten and the Mayflower Companies, which Settlement Agreement by its terms, inter alia, (a) releases the Debtors from all claims of Van Etten and the Mayflower Companies, provided that Van Etten shall retain the right to assert claims against the insurance proceeds from TIG and Executive Risk and the Trustee will retain the right to object to such claims, (b) avoids costly and complicated litigation concerning Van Etten's alleged rights in the funds flowing to the Trustee from the SEC settlement and Van Etten and the Mayflower Companies' alleged security interests in the Debtors' property, (c) avoids costly avoidance actions against Van Etten and the Mayflower Companies and, (d) paves the way for approval of the SEC Settlement. The Trustee does release Van Etten and the Mayflower Companies from all claims and causes of action through the date of the Settlement Agreement.

8. The Trustee is authorized to enter into such a Settlement Agreement on behalf of the Debtor corporations with court approval.

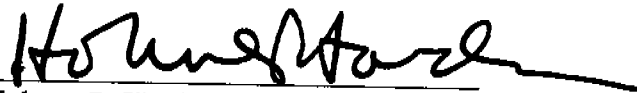
9. Approval to execute the Stipulation and Consent is in the best interest of the Debtors' estates in that it will dispose of significant litigation against the Debtors without undo expense, will result in the reduction of substantial portion of unsecured and alleged secured claims in each of these cases, and will allow approval of the SEC Settlement without the objection of Van Etten, which in turn will result in the unfettered turnover of \$4.1 million in funds for the payment of claims in these bankruptcy cases.

10. This proposed settlement is contingent upon final approval of settlement between Van Etten and the Securities and Exchange Commission, and settlement between the Securities and Exchange Commission, the Debtors, and ACSTAR Insurance Company and United Coastal Insurance Company.

WHEREFORE, the Trustee prays that the Court authorize him to enter into the Settlement Agreement in the form attached hereto as Exhibit A on behalf of the Debtor corporations.

This the 22nd day of June, 1999.

MAUPIN TAYLOR & ELLIS, P.A.

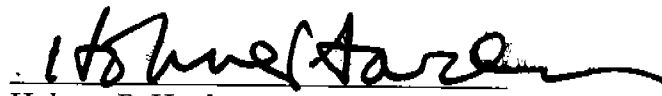


Holmes P. Harden
N.C. State Bar No. 9835
Post Office Drawer 19764
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CERTIFICATE OF SERVICE

I, Holmes P. Harden, Chapter 7 Trustee, do hereby certify that the foregoing **APPLICATION OF TRUSTEE FOR AUTHORITY TO ENTER INTO SETTLEMENT AGREEMENT** was served upon all parties of record by mailing a copy thereof to each such party at the address indicated below with its proper postage attached and deposited in an official depository under the exclusive care and custody of the United States Post Office, in Raleigh, North Carolina, and by public notice via 888/895-8385 and 919-981-4033 and www.nceb.uscourts.gov. And by e-mail on the 22nd day of June, 1999.

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Gerald A. Jeutter
Kilpatrick Stockton, LLP
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P. O. Box 300004
Raleigh, NC 27622

SEE ATTACHED MAIL MATRIX

SEE ATTACHED E-MAIL LIST

SETTLEMENT AGREEMENT

This Settlement Agreement entered into this ____ day of June, 1999, by and among Holmes P. Harden, Chapter 7 Trustee of International Heritage, Inc. and International Heritage, Incorporated ("Harden"), Stanley H. Van Etten ("Van Etten"), Mayflower Holdings, Inc., Mayflower Venture Capital, LLC, Mayflower Aviation, LLC, Mayflower Capital, LLC, and Mayflower Hunt Club (the "Mayflower Companies");

Whereas, Van Etten and some of the Mayflower Companies have asserted certain claims in the International Heritage, Inc. and International Heritage, Incorporated bankruptcy cases pending in the United States Bankruptcy Court for the Eastern District of North Carolina;

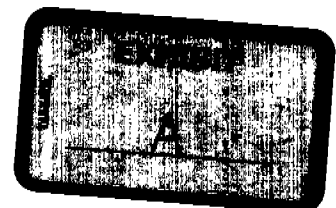
Whereas, Harden believes that certain claims may exist against Van Etten and the Mayflower Companies, including but not limited to avoidance actions;

Whereas, Van Etten and the Mayflower Companies deny that any claims exist against them and for the benefit of Harden;

Whereas, Harden, Van Etten and the Mayflower Companies desire to resolve any and all claims among them, without admitting or denying any liability;

Now therefore, in exchange for valuable consideration, including the mutual covenants contained herein, and without admitting or denying any liability, the parties agree as follows:

1. Harden shall release Van Etten and the Mayflower Companies from any and all claims and causes of action accrued through the date of this Settlement Agreement;
2. Van Etten and the Mayflower Companies will waive any and all claims against International Heritage, Inc., International Heritage, Incorporated (the "Debtors"), property of the Debtors, Holmes P. Harden, Trustee and their agents, attorneys, successors or assigns relating to the Debtors accrued through the date of this Settlement Agreement, including, but not limited to claims of contribution or indemnification; provided, however, that Van Etten shall retain the right to assert claims against the insurance proceeds from TIG and Executive Risk and Harden shall retain the right to object to such claims;
3. Van Etten and the Mayflower Companies shall assign their rights and interests in the bond posted in the action filed by the Securities and Exchange Commission in the United States District Court for the Northern District of Georgia, and the bond collateral, including any bond reversion interests to Harden;
4. Van Etten shall transfer all unencumbered and currently owned shares of common stock and options of International Heritage, Incorporated, a Nevada Corporation, including but not limited to 361,022 shares of stock and 5,541,800 options, to Harden;
5. Van Etten and the Mayflower Companies shall enter into a Consent Judgment or Consent Judgments in an adversary proceeding(s) to be brought by Harden to avoid any and all security interests in the Debtors' assets;



6. Van Etten shall verify a final set of Statement of Financial Condition, including Exhibits, prepared pursuant to the request of the Securities and Exchange Commission and submit the same to Harden;

7. Van Etten will agree to cooperate with the Trustee in the administration of the Debtors' estates, including but not limited to giving testimony, attending hearings, mediations or other judicial proceedings; if requested by Van Etten or his counsel, the Trustee shall issue a subpoena requiring Van Etten's attendance, testimony, etc.; Van Etten agrees that service of said subpoena on his counsel Brent E. Wood, via telecopier, shall constitute good service, and if requested, Wood shall execute an acceptance of service for same;

8. Van Etten shall assign any and all rights he or any company with which he is affiliated has or may have against BTI relating to the marketing of BTI long distance calling cards;

9. Van Etten and the Mayflower Companies shall verify that the only inventory, equipment, furniture or fixtures he or they may have in their possession, which was transferred to them by the Debtors by way of set off prior to the Debtors' petition date is the property contained within the list attached as Exhibit A; Harden reserves the right to seek the recovery of any property: (a) transferred to Van Etten and/or the Mayflower Companies by the Debtors by way of set-off prior to the Debtors' petition date and (b) not disclosed within Exhibit A;

10. Van Etten shall cooperate with Harden or his counsel in preparing for avoidance actions against third parties including, but not limited to the giving of testimony regarding the solvency/insolvency of the Debtors; Van Etten or his counsel may request that his attendance or testimony be produced by subpoena; Van Etten's counsel, Brent E. Wood, will accept, and has authority to accept, service of such subpoena;

11. Van Etten shall withdraw his objection to the Trustee's Application to Enter into Stipulation and Consent to Final Judgment of Permanent Injunction; however, Van Etten will not withdraw his objection to the Trustee's waiver of the Debtors' attorney-client privilege; Furthermore, Van Etten will not waive his attorney-client privilege; Van Etten will waive argument relating to his objection to the Trustee's waiver of the attorney-client privilege; and

12. This agreement is contingent upon a corresponding settlement between Van Etten and the Securities and Exchange Commission and a settlement between the Securities and Exchange Commission and the Debtors which have been approved by both the Bankruptcy Court and the Securities and Exchange Commission.

Mayflower Holdings, Inc., by
Stanley H. Van Etten, authorized agent

Holmes P. Harden
Chapter 7 Trustee for
International Heritage, Inc. and
International Heritage, Incorporated

Mayflower Venture Capital, LLC, by
Stanley H. Van Etten, authorized agent

Mayflower Aviation, LLC, by
Stanley H. Van Etten, authorized agent

Mayflower Capital, LLC, by
Stanley H. Van Etten, authorized agent

Mayflower Hunt Club, by
Stanley H. Van Etten, authorized agent

Brent E. Wood
Attorney for Stanley H. Van Etten

Stanley H. Van Etten

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Stan Van Etten
Asset Purchase
(Mayflower)

Furniture

Qty	Description	Cost	Extended Cost
1	2 Drawer Mahogany Standard File	\$170.00	\$ 170.00
1	Wooden Plant Stand	\$ 20.00	\$ 20.00
4	Potted Natural Plants	\$ 15.00	\$ 60.00
1	Silk Plant	\$ 15.00	\$ 15.00
1	Mahogany End table	\$ 95.00	\$ 95.00
1	Mahogany Coffee Table	\$100.00	\$ 100.00
1	32" Mahogany Cabinet	\$125.00	\$ 125.00
4	Desk Lamps	\$ 40.00	\$ 160.00
1	5 Shelf Wooden Bookcase	\$150.00	\$ 150.00
1	3-Shelf Wooden Bookcase	\$100.00	\$ 100.00
3	Wooden Bookshelves with Cabinets	\$175.00	\$ 525.00
6	2 Drawer Mahogany Lateral File	\$185.00	\$ 1,110.00
1	Bulletin Board	\$ 5.00	\$ 5.00
6	Framed Prints	\$ 30.00	\$ 180.00
1	Printer Stand	\$ 25.00	\$ 25.00
1	Table Lamp	\$ 5.00	\$ 5.00
8	Wooden Blinds	\$ 80.00	\$ 640.00
2	52" Metal 4 Drawer Lateral File Cabinets	\$200.00	\$ 400.00
SUBTOTAL		\$	3,885.00
TOTAL (ALL CATEGORIES)		\$	3,885.00
		\$	21,676.50
		\$	183.00
		\$	325.00
		\$	26,069.50

EXHIBIT

A

MAUPIN TAYLOR & ELLIS, P.A.

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